

# SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

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December 16, 2002

**VIA COURIER**

Ms. Marlene H. Dortch, Secretary  
Federal Communications Commission  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

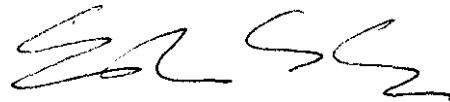
Re: Application of Yipes Enterprise Services, Inc. and Yipes Transmission, Inc.  
For Section 214 Authority - Domestic

Dear Ms. Dortch:

On behalf of Yipes Enterprise Services, Inc. ("New Yipes") and Yipes Transmission, Inc. ("Old Yipes," together with New Yipes, the "Applicants"), please find an original and six (6) copies of an application for Commission approval to transfer the domestic assets of Old Yipes to New Yipes. Neither Applicant provides international services or holds authority from the Commission to provide international services.

Enclosed, please find a check in the amount of \$860.00 to cover the Commission's filing fee. Please date-stamp the enclosed extra copy of this filing **and** return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang  
Edward S. Quill, Jr.

Counsel for Applicants

Enclosure

**Before the  
FEDERAL COMMUNICATIONS COMMISSION  
Washington, D.C. 20554**

\_\_\_\_\_  
Joint Application of )

Yipes Enterprise Services, Inc. )

and )

Yipes Transmission, Inc. (Debtor-in-Possession) )

Application for Authority Pursuant to )  
Section 214 of the Communications Act of 1934, )  
As Amended, to Transfer Assets of an )  
Authorized U.S. Domestic Carrier )  
\_\_\_\_\_

File No. \_\_\_\_\_

WC 03-1

**APPLICATION**

**I. Introduction**

**A. Summary of the Transaction**

Yipes Enterprise Services, Inc. (“New Yipes”) and Yipes Transmission, Inc. (Debtor-in-Possession)(“Old Yipes”) (together “Applicants”), through their undersigned counsel and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (1982) (the “Act”), and Section 63.03 of the Commission’s Rules, 47 C.F.R. § 63.03 (2002) hereby request that the Federal Communications Commission (“Commission”) grant such authority as may be *necessary* or required to enable New Yipes to acquire the assets of Old Yipes identified in this Application including the domestic Section 214 authority held by Old Yipes. Since April 19, 2002, Old Yipes has been operating under the protection of the Bankruptcy Court for the Northern District

of California (San Francisco Division) pursuant to Chapter 11 of the Bankruptcy Code.’ New Yipes has agreed to acquire and Old Yipes has agreed to sell the operations, authorizations and assets of Old Yipes, subject to necessary approvals. As set forth in greater detail below, the sale will be accomplished by implementation of the Plan of Reorganization (“Plan”), jointly sponsored by Applicants and approved by the Bankruptcy Court on November 8, 2002.

## **B. Request for Expedited Consideration**

The public interest will be best served by the expeditious approval of this Joint Application. Competition will be increased by reinforcing New Yipes’s status as a viable competitor, which will result from the completion of the bankruptcy process. More importantly, rapid completion of these transactions will minimize any potential for disruption of service. Applicants emphasize that, following the completion of these transactions, end users will continue to receive service under the same rates, terms and conditions as those services are currently being provided. Accordingly, Applicants respectfully request that the Commission approve this Application as expeditiously as possible in order to allow Applicants to consummate the proposed transactions as soon as possible.’

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<sup>1</sup> See *In re Yipes Transmission, Inc. and Yipes Transmission Virginia, Inc.*, Case No. 02-30750-DM. Due to the nature of the services provided by Old Yipes prior to bankruptcy, Applicants believe that no filing may have been required in connection with the bankruptcy filing of Old Yipes. Nonetheless, out of an abundance of caution and to ensure compliance with Section 63.03(d) of the Commission’s rules, 47 C.F.R. § 63.03(d), Old Yipes advised the Commission of the *pro forma* change in control of Old Yipes by letter dated December 12, 2002. A copy of that letter is provided in Exhibit A.

<sup>2</sup> The Yipes network is not interconnected with the public switched telephone network and Yipes does not provide presubscribed long distance or local exchange voice services. As a result, Applicants understand that the Commission’s rules on presubscribed carrier changes are not applicable to the Plan described herein because the Plan does not involve the transfer of presubscribed customers. Nonetheless, as a courtesy and in order to avoid customer confusion, Yipes has provided notice to customers of the proposed Plan.

### **C. Application Eligible for Streamlined Processing**

Applicants respectfully submit that this Application is eligible for streamlined processing. In particular, this Application falls within the provisions of Section 63.03(b)(2)(i) because, immediately following the transaction, (1) New Yipes and its affiliates will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) neither Applicant currently provides presubscribed local exchange service and immediately following the transaction, New Yipes will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which are parties to the transaction) and; (3) none of the Applicants or their affiliates are dominant with respect to any service.

In support of this Application, Applicants provide the following information:

### **II. Description of the Applicants**

#### **A. Yipes Enterprise Services, Inc. (“New Yipes”)**

New Yipes is a corporation organized and existing under the laws of the State of Delaware with principal offices located at 114 Sansome Street, 14th Floor San Francisco, California 94104. At the time that the Plan is implemented, New Yipes will be a wholly owned subsidiary of Yipes Holdings, Inc. (“Yipes Holdings”), a corporation formed under the laws of the State of Delaware. Yipes Holdings will, in turn, be owned by a number of institutional investors, the largest of which include affiliates of Nonvest Investing Funds, New Enterprise Investing Funds, Sprout Investing Funds and J.P. Morgan Partners Investing Funds (“Investors”). None of the Investors holds a controlling interest in Yipes Holdings or, therefore, in New Yipes and, as a result, ultimate corporate control of New Yipes will remain with Yipes Holdings.<sup>3</sup>

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<sup>3</sup> Although a number of investment companies have made investments in Yipes Holdings, only four entities hold interests greater than ten percent (10%) of Yipes Holdings. Those entities are J.P. Nonvest Venture Partners IX, L.P., Sprout Capital VIII, L.P., Morgan Partners (BHCA), L.P. and New Enterprise Associates 10, L.P. Although collectively these entities own nearly

New Yipes has the financial resources required to acquire the assets of Old Yipes and provide service and assume responsibility for the interstate operations of Old Yipes. In particular, Yipes obtained commitment on a round of funding from its Investors in the amount of approximately \$57 million. New Yipes has already received more than \$40 million of this funding and New Yipes expects that it will receive the balance of the funds after a second closing scheduled to occur later this year. New Yipes expects that the most recent funding round should suffice to allow the company to operate until New Yipes turns cash flow positive, which is expected to occur near the end of next year.

New Yipes has the managerial and technical resources necessary to operate the interstate operations of Old Yipes that New Yipes proposes to acquire. Because certain **key** members of Old Yipes's former senior management team hold comparable management positions with New Yipes, upon closing of the Plan, New Yipes will have the managerial qualifications similar to those of Old Yipes. In short, New Yipes will be lead by a highly qualified management team and thus will have the managerial and technical resources necessary to continue the operations of Old Yipes.

**B. Yipes Transmission, Inc. (Debtor-in-Possession) (“Old Yipes”)**

Old Yipes is a corporation organized and existing under the laws of the State of California. The principal offices of New Yipes are located at 114 Sansome Street, 11th Floor, San Francisco, CA 94104. Old Yipes is authorized to provide facilities-based competitive local exchange services in more than ten states. Old Yipes provides interstate services on a deregulated basis. Old Yipes does not hold international Section 214 authority and does not provide international services.

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eighty percent (80%) of Yipes Holdings, the shares are distributed such that no entity owns or controls more than thirty percent (30%) of Yipes Holdings. The four investors do not act in concert and none of these entities will exercise control over the day to day operations of New Yipes. More complete information concerning the ownership of New Yipes is provided below.

#### **111. Description of the Transaction**

Through the proposed Plan of Reorganization, Applicants propose to complete a series of transactions whereby New Yipes will acquire the assets, regulatory authorizations and operations of Old Yipes.<sup>4</sup> The transactions contemplated by the Plan will allow the operations of Old Yipes to emerge from bankruptcy into New Yipes and provide greater certainty to existing customers? Through implementation of the Plan, New Yipes will acquire the interstate operations of Old Yipes. Thereafter, New Yipes will continue to provide services to existing customers under the same rates, terms and conditions of services as that service is currently provided. New Yipes will continue to provide service under the “Yipes” brand name. As a result, implementation of the Plan will be virtually transparent to customers because they will experience no change in the services they receive. In order to avoid customer confusion, Applicants will provide pre-consummation notice of the Plan to customers.

#### **IV. Public Interest Considerations**

Applicants respectfully submit that transactions described in this Application serve the public interest. In particular, Applicants submit that (1) consummation of the Plan will increase competition in the interstate telecommunications market **by** reinforcing Applicants’ status as a viable competitor and (2) the contemplated transactions will minimize any potential for disruption of service and be virtually transparent to customers of Yipes.

The proposed Plan of Reorganization is expected to invigorate competition. The

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<sup>4</sup> Following the completion of the transaction proposed herein, New Yipes will provide not only the regulated telecommunications services of Old Yipes but also certain operations including unregulated information services previously provided by affiliates of Old Yipes.

<sup>5</sup> A chart illustrating the Transaction is provided in Exhibit B.

reintroduction of “Yipes,” through New Yipes, as a viable competitor furthers the public interest by fostering competition. The proposed transaction will allow New Yipes to build on the foundation provided by Old Yipes and position New Yipes to compete effectively as a leading provider of services using Gigabit Ethernet and Internet Protocol. In particular, the expeditious grant of this request by the Commission will facilitate the ability of New Yipes to offer alternative high-quality, competitively priced services to a substantial number of potential customers in its operating areas under a refocused business plan and with an ability to compete effectively with the incumbents and other providers of telecommunications services.

Existing Yipes customers, in particular, will realize significant public interest benefits from consummation of the Plan. In light of the precarious financial position of Old Yipes, the proposed Plan will provide greater stability to customers who receive services from New Yipes and ensure that those customers can continue to enjoy high quality, affordable service without interruption. Moreover, given that the Plan will not cause a change in the rates, terms and conditions of services that Yipes customers currently receive, Applicants expect that implementation of the Plan will be virtually transparent to customers.

Given the financial uncertainty which Old Yipes is experiencing due to its bankruptcy, Applicants seek to complete the transactions proposed Plan as quickly as possible. Rapid implementation of the Plan is a critical factor in order to permit Yipes to emerge as an effective competitor and avoid interruption of service or other inconvenience to customers of Yipes. Accordingly, Applicants respectfully request that the Commission expedite the processing of this Application, permit the Application to be considered under streamlined processing and grant the requested authority to permit Applicants to consummate the Plan as soon as possible.

**V. Information Required by Section 63.03(a)**

**(1) Name, address and telephone number of Applicants:**

Transferor: Yipes Transmission, Inc. (Debtor-in-Possession)  
114 Sansome Street, 11th Floor  
San Francisco, CA 94104  
Tel: (415) 901-2206  
Fax: (415) 677-9846

Transferee: Yipes Enterprise Services, Inc.  
114 Sansome Street, 14th Floor  
San Francisco, CA 94104  
Tel: (415) 901-2033  
Fax: (415) 901-2293

**(2) Jurisdiction of organization for each of the Applicants:**

Transferor: Yipes Transmission, Inc. (Debtor-in-Possession) is a corporation organized under the laws of the State of California.

Transferee: Yipes Enterprise Services, Inc. is a corporation organized under the laws of the State ~~of~~ Delaware.

**(3) Points ~~of~~ contact for this Application:**

Catherine Wang  
Edward S. Quill, Jr.  
Swidler Berlin Shereff Friedman, LLP  
3000 K Street, NW, Suite 300  
Washington, DC 20007-5116  
(202) 424-7500 (Tel)  
(202) 424-7645 (Fax)

with copies to

Larry Bercovich  
Yipes Enterprise Services, Inc.  
114 Sansome Street, 14th Floor  
San Francisco, CA 9410  
(415) 901-2206 (Tel)  
(415) 677-9846 (Fax)

and:



Stanley J. Moore  
Yipes Transmission, Inc.  
114 Sansome Street, 11th Floor  
San Francisco, CA 94104  
(415) 901-2033 (Tel)  
(415) 901-2293 (Fax)

- (4) Information concerning the ten percent (10%) or greater shareholders of transferee is as follows:

- (a) The following entity owns 100% of **Yipes Enterprise Solutions, Inc.:**

Name: Yipes Holdings, Inc.  
Address: 114 Sansome Street, 14th Floor  
San Francisco, CA 9410  
Citizenship: USA  
Percentage Owned: 100%  
Principal Business: Holding Company

- (b) The following entities own 10% or more of **Yipes Holdings, Inc.:**

Name: Nonvest Venture Partners IX, L.P.  
Address: 525 University Avenue, Suite 800  
Palo Alto, CA 94301  
Citizenship: USA  
Percentage Owned: 26%  
Principal Business: Investing

Name: Sprout Capital VIII, L.P.  
Address: 11 Madison Avenue  
New York, **NY** 10010-3629  
Citizenship: USA  
Percentage Owned: 21%  
Principal Business: Investing

Name: J.P. Morgan Partners (BHCA), L.P.  
Address: c/o J.P. Morgan Partners, LLC  
1221 Avenue of the Americas, 39<sup>th</sup> Floor  
New York, **NY** 10020  
Citizenship: USA  
Percentage Owned: 14%  
Principal Business: Investing

Name: New Enterprise Associates 10, L.P.  
Address: 2490 Sand Hill Road  
Menlo Park, CA 94025  
Citizenship: USA  
Percentage Owned: 18%  
Principal Business: Investing

(c) The following entities owns or controls 10% or more of **Norwest Venture Partners IX, L.P.:**

Name: Genesis VC Partners IX, LLC  
Address: 525 University Avenue, Suite 800  
Palo Alto, CA 94301  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

Name: Norwest Limited, LP, LLLP  
Address: 525 University Avenue, Suite 800  
Palo Alto, CA 94301  
Citizenship: USA  
Percentage Owned: 99.3%  
Principal Business: Investing

The following entity owns or controls 10% or more of **Genesis VC Partners IX, LLC:**

Name: George Still, Jr.  
Address: c/o Genesis VC Partners IX, LLC  
525 University Avenue, Suite 800  
Palo Alto, CA 94301  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Individual

The following entity owns or controls 10% or more of **Norwest Limited, LP, LLLP:**

Name: Tiberius Ventures, LLC  
Address: Sixth & Marquette Avenue  
Minneapolis, MN 55479  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

The following entity owns or controls 10% or more of **Tiberius Ventures, LLC**:

Name: Nero Limited, LLC  
Address: Sixth & Marquette Avenue  
Minneapolis, MN 55479  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

The following entity owns or controls 10% or more of **Nero Limited, LLC**:

Name: Wells Fargo & Co.  
Address: Sixth & Marquette Avenue  
Minneapolis, MN 55479  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

(d) The following entities own or control more than 10% of **Sprout Capital VIII, L.P.**:

Name: DLJ Capital Corporation  
Address: 11 Madison Avenue  
New York, **NY** 10010  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

Name: DLJ Capital Associates VIII, L.P.  
Address: 11 Madison Avenue  
New York, **NY** 10010  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

The following entities own or control more than 10% of **DLJ Capital Associates VIII, L.P.**:

Name: DLJ Capital Associates VIII, Inc.  
Address: 11 Madison Avenue  
New York, **NY** 10010  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Investing

The following entity owns or controls more than 10% of DLJ Capital Associates VIII, Inc.:

Name: DLJ Capital Corporation  
Address: 11 Madison Avenue  
New York, **NY** 10010  
Citizenship: USA  
Percentage Owned: 100%  
Principal Business: Investing

- (e) The following entities own or control 10% or more of J.P. Morgan Partners (**BHCA**), L.P.:

Name: JPMP Master Fund Manager, L.P.  
Address: c/o J.P. Morgan Partners, LLC  
1221 Avenue of the Americas, 39<sup>th</sup> Floor  
New York, **NY** 10020  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Private Equity Investing

Name: Chatham Ventures, Inc.  
Address: 270 Park Avenue  
New York, **NY** 10017  
Citizenship: USA  
Percentage Owned: 80%  
Principal Business: Financial Services

The following entity owns or controls 10% or more of JPMP Master **Fund** Manager, L.P.:

Name: JPMP Capital Corp.  
Address: c/o J.P. Morgan Partners, LLC  
1221 Avenue of the Americas, 39<sup>th</sup> Floor  
New York, **NY** 10020  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Private Equity Investing

The following entity owns or controls 10% or more of **JPMP Capital Corp.:**

Name: J.P. Morgan Chase & Co.  
Address: 270 Park Avenue  
New York, **NY** 10017  
Citizenship: USA  
Percentage Owned: 100%  
Principal Business: Financial Services

The following entity owns or controls 10% or more of **Chatham Ventures, Inc.:**

Name: J.P. Morgan Chase & Co.  
Address: 270 Park Avenue  
New York, **NY** 10017  
Citizenship: USA  
Percentage Owned: 100%  
Principal Business: Financial Services

(f) The following individuals own or control 10% or more of **New Enterprise Associates 10, L.P.:**

Names: C. Richard Kramlich  
Thomas C. McConnell  
Peter T. **M o m s**  
Mark W. Perry  
Ronald H. Kase  
Stewart Alsop  
Scott D. Sandell  
Robert T. Coneybeer  
Address: All of the foregoing may be reached at:  
c/o New Enterprise Associates  
2490 Sand Hill Road  
Menlo Park, CA 94025  
Citizenship: USA  
Percentage Owned: General Partners  
Principal Business: Individuals

Names: Charles W. Newhall, III  
John M. Nehra  
Gene Trainor  
Nancy Dorman  
Address: All of the foregoing may be reached at  
c/o New Enterprise Associates  
1119 St. Paul Street  
Baltimore, MD 21202  
Citizenship: USA  
Percentage Owned: General Partners  
Principal Business: Individuals

Name: Peter J. Barris  
Address: c/o New Enterprise Associates  
11951 Freedom Drive  
Reston, VA 20190  
Citizenship: USA  
Percentage Owned: General Partner  
Principal Business: Individual

- (5) Yipes Enterprise Services, Inc. certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's Rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 3301), that it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.
- (6) A description of the transaction is set forth in Section III. above.
- (7) Applicants offer certain facilities based services in major metropolitan areas in approximately ten states. Applicants' services are primarily data services. Applicants' do not provide presubscribed voice services and the Yipes network is not interconnected to the public switched network. However, given that Old Yipes currently operates under bankruptcy protection, Old Yipes effectively does not compete for new customers in any jurisdiction.
- (8) This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because following the transaction, Yipes Enterprise Services, Inc. and its affiliates will hold less than a ten percent (10%) share of the interstate, interexchange market and none of the Applicants or their affiliates are dominant with respect to any service.
- (9) Applicants' do not hold any wireless licenses. Applicants do not provide international or presubscribed domestic services. As a result, there are no other applications related to this transaction on file with the Commission.
- (10) As noted previously, through the proposed Plan, New Yipes proposes to acquire the interstate operations of Old Yipes, a company that is currently in bankruptcy.

Applicants request expeditious processing of this Application to permit the proposed transaction to be completed as rapidly as possible.

- (11) Applicants have not separately filed any waiver requests in conjunction with this transaction. The Yipes network is not interconnected with the public switched telephone network and Yipes does not provide presubscribed long distance or local exchange voice services.
- (12) A statement showing how grant **of** the application will serve the public interest, convenience and necessity is provided in Section IV. above. The Yipes entities are the sole interstate Commission regulated operating entities involved in the transaction. Given that this Application relates to the re-emergence of the operations of Old Yipes from bankruptcy and not the consolidation of competing carriers, the proposed transactions will not diminish competition in domestic markets.

## **VII. Conclusion**

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. In light of the exigent circumstances and, in particular the need to ensure continuity of service to existing customers, Applicants respectfully request expedited treatment to permit Applicants to consummate the transaction proposed herein as soon as possible.

Respectfully submitted,

By: 

Catherine Wang

Edward S. Quill, Jr.

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

3000 K Street, NW, Suite 300

Washington, DC 20007-5116

(202) 424-7500 (Tel)

(202) 424-7645 (Fax)

COUNSEL FOR APPLICANTS

Dated: December 16, 2002

**Exhibit A**

**Pro Forma Notification of Old Yipes**



RETURN COPY

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP

THE WASHINGTON HARBOUR  
3000 K STREET, NW, SUITE 300  
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405 LEXINGTON AVENUE  
NEW YORK, NY 10174  
TEL. (212) 973-4111  
FAX (212) 891-9598

December 12, 2002

**VIA COURIER**

Marlene H. Dortch, Secretary  
Attention: Wireline Competition Bureau  
Federal Communications Commission  
The Portals  
445 12th Street, S.W.  
Washington, D.C. 20554

**RECEIVED**

**DEC 12 2002**

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

Re: Notification of *Pro Forma* Transfer of Control of Yipes Transmission, Inc. to Yipes Transmission, Inc. Debtor-in-Possession

Dear Ms. Dortch

Yipes Transmission, Inc. ("Old Yipes"), **through** undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, **and** Section 63.03(d) of the Commission's Rules, 47 C.F.R. § 63.03(d), hereby advises the Commission of the *pro forma* transfer of control that occurred as a result of the April 19, 2002, filing by Old Yipes in Bankruptcy Court for the Northern District of California (San Francisco Division) for protection pursuant to Chapter 11 of the Bankruptcy Code.<sup>1</sup>

The *pro forma* transfer did not result in any discontinuance or change **of** service **to** any customers. Old Yipes has no presubscribed local or long distance customers or international operations and its operations are not interconnected with the public switched network.

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<sup>1</sup> See In re Yipes Transmission, Inc. and Yipes Transmission Virginia, Inc., Case No. 02-30750-DM.


Marlene H. Dortch, Secretary  
December 12, 2002  
Page 2

Furthermore, Old Yipes does not hold international authority under Section **214** of the Communications Act?

Currently, the Bankruptcy Court is considering a Plan of Reorganization ("Plan") whereby Yipes Enterprise Service, Inc. ("New Yipes"), a recently formed Delaware corporation, **would** acquire the operations of Old Yipes now in bankruptcy. The parties recognize that consummation of the Plan would result in a transfer of the operations of Old Yipes (now debtor-in-possession) and will seek appropriate approval of such transaction by separate filing.

Questions concerning this filing may be addressed to the undersigned. **An** original and five (5) copies of this letter are enclosed. Please date stamp and return the enclosed extra copy in the attached self-addressed envelope.

Respectthlly submitted,

A handwritten signature in black ink, appearing to read 'Catherine Wang', with a stylized flourish at the end.

Catherine Wang  
Edward S. Quill, Jr.

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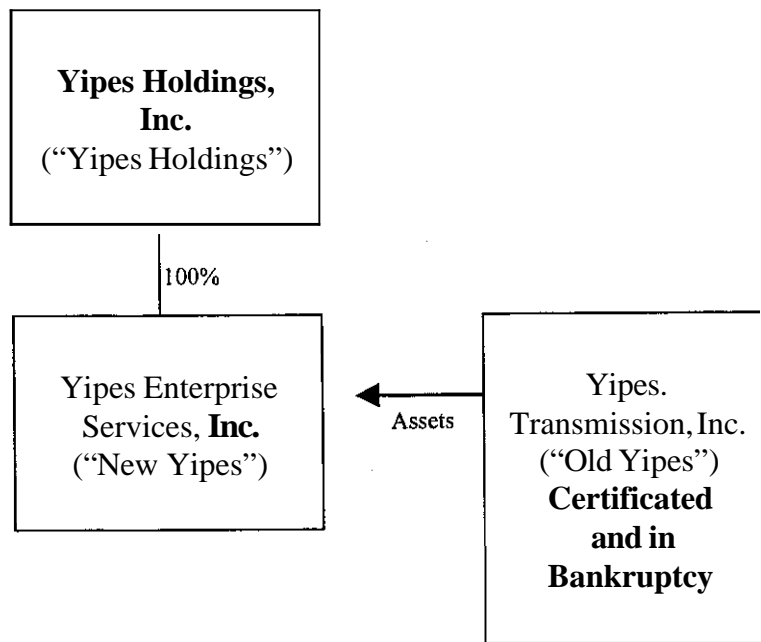
<sup>2</sup> Because the customers of Old Yipes were not affected by the filing and due to the nature of the services Old Yipes provided prior to bankruptcy, Old Yipes believes that **this** filing may not be required by the Commission's rules. Out of an abundance of caution, to ensure compliance with the Commission's rules and as a courtesy to the Commission, however, Old Yipes submits this notification and advises the Commission of the previously completed *pro forma* transaction.

**Exhibit B**

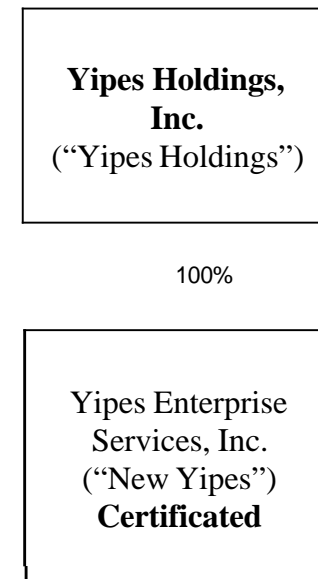
**Illustrative Chart**

# Illustrative Chart

## Pre-Plan of Reorganization



## Post-Plan of Reorganization



## **Verifications**

**CERTIFICATION OF APPLICANT**

On behalf of Yipes Transmission, Inc. (Debtor-In-Possession), I hereby certify upon penalty of perjury that I am Vice-president, Law and Public Policy of Yipes Transmission, Inc. (Debtor-In-Possession); that I am authorized to make this certification on its behalf; and that the statements in the foregoing Section 214 Application are true, complete, and correct to the best of my knowledge and are made in good faith.

**YIPES TRANSMISSION, INC. (Debtor-In-Possession)**

By:

A handwritten signature in black ink, appearing to read "Stanley J. Moore", is written over a horizontal line.

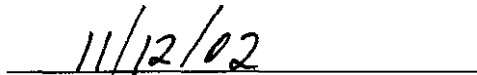
Name:

Stanley J. Moore

Title:

Vice-president, Law and Public  
Policy

Date:

A handwritten date "11/12/02" is written in black ink over a horizontal line.

**CERTIFICATION OF APPLICANT**

On behalf of Yipes Enterprise Services, Inc., I hereby certify upon penalty of perjury that I am Vice President & General Counsel of Yipes Enterprise Services, Inc.; that I ~~am~~ authorized to make the this certification on its behalf; and that the statements in the foregoing Section **214** Application are true, complete, and correct to the best of my knowledge and are made in good faith.

**YIPES ENTERPRISE SERVICES, INC.**

By:



Name:.

Larry Bercovich

Title:

Vice President & General Counsel

Date:

11 12 02